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Proposed Counsel to the Debtors
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA

- - - - - - - - - - - - - - - x
In re: : Chapter 11
: :
CIRCUIT CITY STORES, INC., : Case No. 08-
et al., : :
: Jointly Administered
Debtors. : :
- - - - - - - - - - - - - - - x

**ORDER PURSUANT TO 11 U.S.C. §§ 105(a) AND 363 AND FED. R.
BANKR. P. 6003 (I) AUTHORIZING CONTINUED MAINTENANCE OF
EXISTING BANK ACCOUNTS, (II) AUTHORIZING CONTINUED USE
OF EXISTING BUSINESS FORMS, (III) AUTHORIZING CONTINUED
USE OF EXISTING CASH MANAGEMENT SYSTEM, (IV) AUTHORIZING
INTERCOMPANY TRANSACTIONS AND (V) GRANTING SUPERPRIORITY
CLAIM STATUS TO ALL POSTPETITION INTERCOMPANY CLAIMS**

Upon the motion (the "Motion")¹ of the Debtors
for an Order, pursuant to Bankruptcy Code sections 105

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

and 363 and Bankruptcy Rule 6003, (i) authorizing, but not directing, continued maintenance of existing bank accounts, and authorizing a waiver of certain operating guidelines relating to bank accounts, (ii) authorizing, but not directing, continued use of existing business forms, (iii) authorizing, but not directing, continued use of existing cash management system, (iv) authorizing, but not directing, intercompany transactions among the Debtors, and (v) granting superpriority administrative expense claim status to all postpetition intercompany transactions; and upon the Besanko Declaration; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED as provided herein.

A. Maintenance of Bank Accounts.

2. Pursuant to sections 105 and 363 of the Bankruptcy Code, the Debtors are authorized and directed

to (i) designate, maintain, and continue to use any and all of their respective store depository, credit card depository, other depository, concentration, disbursement, payment, operating, and other accounts (collectively, the "Prepetition Bank Accounts") in existence as of the Petition Date, with the same account numbers, including the accounts identified in Exhibit A annexed hereto; (ii) if necessary, open new accounts wherever they are needed, whether or not such banks are designated depositories in the Eastern District of Virginia (such new accounts, together with the Prepetition Bank Accounts, hereinafter the "Bank Accounts"); and (iii) treat the Bank Accounts for all purposes as accounts of the Debtors in their capacity as debtors in possession; provided, however, that the Debtors may only open new Bank Accounts with Banks that agree to be bound by the terms of this Order and, in particular, the Debtors' cash management system.

B. Use of Business Forms.

3. The Debtors are authorized to continue to use their existing business forms and checks without alteration or change and without the designation "Debtor in Possession" or a "debtor in possession case number"

imprinted upon them. To the extent the Debtors open or close bank accounts, they shall provide notice to the United States Trustee and the pre- and post-petition lenders. Any new check stock used by the Debtors shall contain the designation "Debtor in Possession".

C. Cash Management System.

4. The Debtors are authorized and directed to continue to use their existing cash management system and shall maintain through the use thereof detailed records reflecting all transfers of funds under the terms and conditions provided for by the existing agreements with the institutions participating in the Debtors' cash management system, except as modified by this Order. In connection with the ongoing utilization of their cash management system, the Debtors shall continue to maintain records with respect to all transfers of cash so that all transactions may be readily ascertained, traced, and recorded properly.

5. After the Petition Date, and subject to the terms of this Order, all Banks at which the Bank Accounts are maintained are authorized and directed to continue to administer the Bank Accounts as such accounts were maintained prepetition, without

interruption and in the usual and ordinary course, and to pay any and all checks, wire transfers, electronic funds transfers, or other items presented, issued, or drawn on the Bank Accounts; provided, further, that the Bank Accounts shall be administered in accordance with the Debtors' obligations under debtor-in-possession financing facility (the "DIP Facility") such that, unless otherwise agreed to by the Debtors' postpetition lenders, all amounts shall be upstreamed daily to Bank of America for application against the Debtors' postpetition obligations under and in accordance with the DIP Facility; provided, however, that unless otherwise ordered by the Court, no checks, drafts, electronic funds transfers (excluding any electronic funds transfer that the banks are obligated to settle), or other items presented, issued, or drawn on the Bank Accounts prior to the Petition Date shall be honored.

6. Each Bank that maintains a disbursement account shall implement reasonable handling procedures designed to effectuate the terms of this Order. No Bank that implements such handling procedures and then honors a prepetition check or other item drawn on any account that is the subject of this Order either (i) at the

direction of the Debtors to honor such prepetition check or item, (ii) in the good-faith belief that the Court has authorized such prepetition check or item to be honored, or (iii) as a result of a good faith error made despite implementation of such handling procedures, shall be deemed to be liable to the Debtors or their estates or otherwise in violation of this Order.

7. Subject to the provisions of this Order, the Banks are authorized and directed to honor all representations from the Debtors as to which checks should be honored or dishonored.

8. To the extent applicable, the Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

D. Intercompany Transactions.

9. The Debtors and the Non-Debtor Subsidiaries are authorized to continue to engage in Intercompany Transactions necessary to execute the cash management system and manage the day-to-day operations of their businesses, and the Debtors and the Non-Debtor Subsidiaries shall continue to maintain records with respect to all transfers of cash (including pursuant to

such transactions) so that all Intercompany Transactions may be readily ascertained, traced, and recorded properly on applicable intercompany accounts.

10. Pursuant to section 364(c)(1) of the Bankruptcy Code all Intercompany Claims arising from Intercompany Transactions between and among the Debtors and the Non-Debtor Subsidiaries after the Petition Date shall be accorded priority over any and all administrative expenses of the kind specified in sections 503(b) and 507(b) of the Bankruptcy Code, subject and subordinate only to (i) other valid liens in existence as of the Petition Date or granted in connection with any post-petition debtor in possession financing granted by this Court and (ii) liens and superpriority administrative expenses granted to the prepetition lenders as adequate protection.

11. The Debtors are hereby authorized to execute any additional documents incident to the relief granted pursuant to this Order.

12. Notwithstanding Rule 6004 of the Federal Rules of Bankruptcy Procedure (to the extent applicable), this Order shall be effective and enforceable immediately upon entry hereof.

13. The Debtors shall serve a copy of this Order on all of the Banks within five (5) business days of the entry of this Order.

14. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

15. This Court retains jurisdiction to hear and determine all matters arising from or related to the implementation interpretation of this Order.

Dated: Richmond, Virginia
November 10, 2008

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

I hereby certify that notice of the Debtors' intent to seek entry of the foregoing proposed order was provided to the parties identified in the Motion and copy of this proposed order was provided to the Office of the United States Trustee for the Eastern District of Virginia prior to submission to this Court.

/s/ Douglas M. Foley

EXHIBIT A

(List of Deposit Accounts)

Exhibit A

List of Bank Accounts

| Bank | Debtor | Account Number | Purpose |
|---|-------------------------------------|--|--|
| American Savings Bank
Attn: Mel Yamamoto
677 Ala Moana Blvd.
Honolulu, HI 96813
Tel: (808) 539-7811 | Circuit City Stores, Inc. | xxxxxx6380 | Store Depository |
| AmSouth/Regions
Attn: Dawn Smith
1900 5 th Avenue, North 23 rd
Floor
Birmingham, AL 35203
Tel: (205) 264-5222 | Circuit City Stores, Inc. | xxxxxx3210 | Store Depository |
| Banco Popular
Attn: Amarilis Ginnes
209 Ponce de Leon Ave.
Popular Center Building,
Floor 6
Hato Rey, Puerto Rico 00917
Tel: (787) 765-9800 (ext.
5800) | Circuit City Stores Puerto Rico LLC | xxxxx5139
xxxxx5120
xxxxx5147 | Operating Account
Depository Account
Payroll Account |
| Bank of America
Attn: Jay Norris
101 South Tryon Street
Charlotte, NC 28255
Tel: (704) 387-3035 | Circuit City Stores, Inc. | xxxxxx9967
xxxxxx3301
xxxxxx5447
xxxxxxxx1020
xxxxxxxx1012
xxxxxxxx1038
xxxxxxxx2036 | Store Depository
Credit Facility Funding Account (Z-line)
Sky Venture Account
Circuit City Global Sourcing U.S. Dollar Account
Circuit City Global Sourcing HK Dollar Account
Circuit City Global Sourcing HK Dollar PC Account
Circuit City Global Sourcing TW Dollar Account |
| Circuit City Global Sourcing Accounts
Attn: Darlene Holtz
201 East Washington
Collier Center, 22nd Fl
Phoenix, AZ 85004
Tel: (602) 523-2141 | | xxxxxx0844 | Circuit City Datamailer (Payroll) |
| | | xxxxxx1029 | Concentration Account for Payroll Paychecks |

| Bank | Debtor | Account Number | Purpose |
|--|---------------------------|-----------------------|---|
| | | xxxxxx1034 | Operating Account |
| | | xxxxxx7748 | Payroll Account (ZBA) |
| Chase
Attn: Christie Donahue
50 Rowes Wharf, 4 th Floor
Boston, MA 02110
Tel: (617) 310-0766 | Circuit City Stores, Inc. | xxxxx7244 | Store Depository |
| | | xxxxx0266 | Empire Blue Cross/Payment of Medical Claims |
| FifthThird Bank
Attn: Tom Galbo
114 Anderson Farm Ct.
Charlotte, NC 28117
Tel: (704) 662-9490 | Circuit City Stores, Inc. | xxxx6916 | Credit Card |
| Suntrust
Attn: Donna Smith
919 East Main St., 22 nd Floor
Richmond, VA 23219
Tel: (804) 782-7557 | Circuit City Stores, Inc. | xxxxxx3706 | Concentration Account |
| | | xxxxxx6660 | E/P Disbursement |
| Wachovia
Attn: Parshant Dhiman
301 South Tryon Street, NC 5710
Charlotte, NC 28288-0013
Tel: (704) 383-0803 | Circuit City Stores, Inc. | xxxxxxxx5100 | Store Depository |
| | | xxxxxxxx9620 | American Express Credit Card |
| | | xxxxxxxx4767 | Corporate Jet Account |
| | | xxxxxxxx9993 | Deposit Account |
| | | xxxxxxxx9858 | Tourmalet Corp. - LLC Tax Payments |
| | | xxxxxxxx9528 | Ventoux International - Holding Company Tax Payments, Intercompany Interest |
| | | xxxxxxxx0950 | Lockbox |
| | | xxxxxxxx4038 | Direct Deposit Payroll Settlement |
| | | xxxxxxxx5191 | Empire Blue Cross |
| | | xxxxxxxx7073 | Extended Service Contract Warranty Payments |
| | | xxxxxxxx4528 | Fifth Third Bankcard |
| | | xxxxxxxx3099 | Fifth Third Check Collection – gift card purchases over the web with gift cards |
| | | xxxxxxxx8908 | HFC third party financing sales commissions |
| | | xxxxxxxx1509 | Main Concentration/Operating Account |
| | | xxxxxxxx6031 | Music Payables |
| | | xxxxxxxx9175 | Purchasing Co., LLC Main Operating Account |
| | | xxxxxxxx0992 | Purchase Co., LLC Purchase EP disbursement |

| Bank | Debtor | Account Number | Purpose |
|---|---------------------------|----------------|---|
| | | xxxxxxxxx1107 | Reverse Affiliates Lockbox |
| | | xxxxxxxxx1048 | Sales Receivables Lockbox |
| | | xxxxxxxxxx6044 | Service Payables |
| | | xxxxxxxxx2189 | Payments from Sublease Tenants |
| | | xxxxxxxxx9133 | Trading Circuits – internet sales of merchandise not sold in stores |
| | | xxxxxxxxx6733 | Vendor Disbursements |
| Wells Fargo
Attn: Ryan Carlson
MAC N9305-052, 6 th &
Marquette
Minneapolis, MN 55479
Tel: (612) 667-9566 | Circuit City Stores, Inc. | xxxxxx4672 | Store Depository |

EXHIBIT B

(Cash Management System Flow Chart)

EXHIBIT B

List of Investment Accounts

| Bank | Debtor | Account Number |
|--|------------------------------|----------------|
| Bank of America/CRP Securities,
LLC

Attn: Laura Bynum
600 Peachtree St. NE
4 th Floor
Atlanta, GA 30308
Tel: (404) 607-4943
Fax: (404) 607-6624 | Circuit City
Stores, Inc. | xx7458 |
| Fifth Third Securities, Inc.

Attn: J.B. Ward
38 Fountain Square Plaza
Cincinnati, OH 45263
Tel: (513) 534-3072 | Circuit City
Stores, Inc. | xxxxxx9774 |
| J.P. Morgan Securities, Inc.

Attn: James M. Griffin
270 Park Ave.
8 th Floor
New York, NY 10117
Tel: (212) 834-2300 | Circuit City
Stores, Inc. | xx2526 |

| Bank | Debtor | Account Number |
|--|---------------------------|----------------|
| Merrill Lynch Global Institutional Advisory Division

Attn: Scott Dorsey
100 Jericho Quadrangle
P.O. Box 787
Jericho, NY 11753
Tel: (516) 827-3283
Fax: (516) 935-5330 | Circuit City Stores, Inc. | xxxx07Z07 |
| RBC Dain Rauscher

Attn: Paul Kitzinger
100 Second Ave. South
Suite 800
St. Petersburg, FL 33701
Tel: (727) 502-3634 | Circuit City Stores, Inc. | xxxxxxxxx1817 |
| UBS Financial Services, Inc.

Attn: Steven Hayden
33 South 6 th Street
Suite 3737
Minneapolis, MN 55402
Tel: (612) 371-4129
Fax: (612) 371-4117 | Circuit City Stores, Inc. | xxxx3160 |

| Bank | Debtor | Account Number |
|--|---------------------------|----------------|
| Wachovia Bank & Securities

Attn: Eddie Tugman
One Wachovia Center
NC 0602
Charlotte, NC 28288
Tel: (704) 374-4164
Fax: (704) 374-3375 | Circuit City Stores, Inc. | xxxx9008 |